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September 21, 2005

VIA ELECTRONIC AND 1ST CLASS MAIL SERVICE

The Honorable Charles L.A Terreni
Chief Clerk
South Carolina Public Service Commission
PO Drawer 11649
Columbia SC 29211

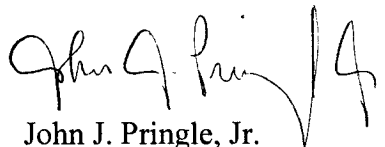
RE: Joint Application of Voicecom Telecommunications, LLC, and Voicecom Telecommunications, Inc., for Approval of Acquisition of Assets and Assignment of Authorizations
Docket No. 2005-~~289~~-C, Our File No. 1048-10315

Dear Mr. Terreni:

Enclosed please find the original and ten (10) copies of the Application filed on behalf of Voicecom Telecommunications, LLC and Voicecom Telecommunications, Inc. in the above-referenced matter.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,


John J. Pringle, Jr.

JJP/cr

cc: Mr. Dan Mell
Charles Hudak, Esquire
Office of Regulatory Staff

Enclosure

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COMMISSION

**BEFORE THE
BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

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SC PUBLIC SERVICE
COMMISSION

In re: Joint Application of

**VOICECOM TELECOMMUNICATIONS, LLC, and
VOICECOM TELECOMMUNICATIONS, INC.**
for Approval of Acquisition of Assets and Assignment of
Authorizations

APPLICATION

DOCKET NO. 2005-289-C

Voicecom Telecommunications, LLC (“VTL”), and Voicecom Telecommunications, Inc. (“VTI”), (collectively the “Applicants”), pursuant to S.C. Code Ann. § 58-9-310, hereby respectfully request *nunc pro tunc* approval for the acquisition of certain assets and for the assignment of an authorization to provide intrastate, long distance telecommunications services within the State of South Carolina, as described herein. In support of this Joint Application, the Applicants hereby state as follows:

I. Introduction/Description of the Parties

This matter involves a transfer that took place several years ago. The Commission actually initiated a Docket, No. 2002-302-C, in which the parties referenced herein sought the approval Applicants now seek. However, that Docket was closed before an Order granting approval was issued. In the meantime, VTL filed an application with the Commission seeking authorization to operate as a reseller of interexchange services in the State of South Carolina. The Commission assigned that application Docket No. 2005-85. At the hearing in Docket No.

2005-85, the Company described its earlier initial efforts to obtain Commission approval for the transactions described herein, and represented to the Hearing Examiner that the Company would seek *nunc pro tunc* approval of these transactions in short order. This Application followed. Because VTL has been involved in Docket Nos. 2002-302-C and 2005-85-C (and accordingly submitted substantial documents and information therein), the Applicants incorporate the documents filed and the testimony given in those Dockets.

VTL is a Delaware limited liability company. VTL was organized for the purpose of providing telecommunications products and services to companies competing in the global telecommunications marketplace. VTL is certified or otherwise authorized to provide intrastate telecommunications services in approximately 29 states and the District of Columbia, and is in the process of seeking authorization to provide intrastate telecommunications services with the State of South Carolina.¹

VTI is a Delaware corporation headquartered at 6260 Lookout Road, Boulder, Colorado 80301. VTI owns 100% of the membership interests of VTL.

PCI, was a Florida corporation formerly headquartered at 3399 Peachtree Road, NE, Suite 700, Atlanta Georgia 30326. PCI was previously a non-facilities based reseller of post-paid telephone calling card services. PCI held certification or authorization to provide intrastate, long distance services in South Carolina² and in approximately 46 other states.

II. Description of Transaction

On March 25, 2002, the Applicants, along with several other entities affiliated with PCI, entered into a series of agreements in connection with the transaction described herein.

Generally, VTL, PCI, and PCI's affiliates first entered into a Contribution Agreement, whereby

¹ Applicants crave reference to Docket No. 2005-85-C.

² Certificate of Public Convenience and Necessity, issued in Docket No. 92-145-C by Order No. (July 28, 1992). As set out below, that Certificate has been cancelled.

PCI and its affiliates transferred certain information service-related assets and certain liabilities to VTL in return for which PCI and PCI's affiliates acquires membership interests of VTL. Immediately thereafter, the Applicants and PCI's affiliates entered into a Membership Interests Purchase Agreement whereby VTI purchased from PCI and PCI's affiliates all of the membership interests of VTL during an initial closing.

Under the Membership Interests Purchase Agreement, the Applicants and PCI's affiliates agreed to conduct a final closing, whereby PCI transferred and VTL acquired certain of PCI's telecommunications assets, including *inter alia*, customer rights, authorization codes, intellectual property rights, and authorizations to provide intrastate, long distance telecommunications services. The initial closing was completed on March 26, 2002.

Following consummation of the final closing, VTL acquired from PCI ownership of certain telecommunications assets, including the state regulatory authorizations and certificates to provide intrastate, long distance telecommunications services. After the final closing, VTL began providing long distance services to customers in South Carolina. PCI, on the other hand, ceased offering or providing intrastate, long distance telecommunications services in South Carolina. In fact, on May 23, 2003, the Commission issued Order No. 2003-344 in Docket No. 92-145-C canceling PCI's certificate and withdrawing its tariffs.

III. VTL's Qualifications

VTL possesses all financial, managerial and technical qualifications necessary to acquire and to operate the assets of PCI as described herein. In addition, the Applicants crave reference to the information provided by VTL in Docket No. 2005-85-C in support of its technical, managerial, and financial qualifications. Specifically, VTL's qualifications are described as follows:

A. Corporate Information: VTL's correct name and address are:

Voicecom Telecommunications, LLC
5900 Windward Parkway
Alpharetta, GA 30005
(770) 325-8000

VTL, a Delaware company, obtained qualification to transact business in the State of South Carolina. A copy of VTL's Certificate of Authority issued by the South Carolina Secretary of State was attached Exhibit "A" to the Company's Application in Docket No. 2005-85-C.

B. Description of Proposed Services: VTL utilizes the acquired assets to resell switched, intrastate, long distance (interLATA and intraLATA toll) voice communications services of certificated common carriers (*e.g.* AT&T Corp. and WorldCom, Inc.) for the purpose of providing calling card services throughout the entire State of South Carolina.

VTL bills its customers directly for long distance telecommunications resale charges. The charges, based upon the rates set forth in VTL's tariff, and its toll-free telephone number for customer assistance all appear on monthly customer statements. In addition, customers may contact VTL's customer service representatives regarding a broad range of service matters, including (i) the types of services offered by VTL and the rates associated with such services; (ii) monthly billing statements; and (iii) problems or concerns pertaining to the customer's current service. VTL's customer service representatives will be available to assist customers twenty-four hours per day, seven (7) days per week.

C. Technical and Managerial Capability: VT is led by a highly qualified team of management personnel who have the requisite technical, financial and managerial experience to provide long distance telecommunications resale services in South Carolina. Further, the

management team is comprised of essentially the same personnel of PCI that managed these assets for a number of years. Brief biographical statements concerning VTL's management personnel were attached as Exhibit "D" to the Company's Application in Docket No. 2005-85-C.

D. Financial Capability: As a wholly-owned subsidiary of VTI, VTL has the assurance of its parent that it will be provided the financial resources necessary to operate its telecommunications resale business in a continuous manner. Copies of the Company's Financial Statements were attached as Exhibit "C" to the Company's Application in Docket No. 2005-85-C, and further updated during the course of the proceedings in the Docket.

E. Compliance With Laws: VTL has not been denied authority to provide intrastate telecommunications services in any state and has not been subject to any regulatory penalties for violation of state or federal telecommunications statutes, rules or regulations (*e.g.* slamming). VTL hereby asserts (as it has previously done in Docket No. 2005-85-C) its willingness and ability to comply with all rules and regulations that the Commission may impose subject to South Carolina laws as now or hereinafter enacted.

IV. Public Interest

Commission approval of VTL's acquisition of PCI's assets *nunc pro tunc* is in the public interest. The infusion of PCI's assets into VTL has allowed VTL to compete in the South Carolina market for long distance telecommunications services. South Carolina consumers have benefited and will continue to benefit from the availability of increased long distance telecommunications products and service options.

V. Regulatory/Legal Communications and Correspondence

The name and address of the Applicants' attorney in this matter is:

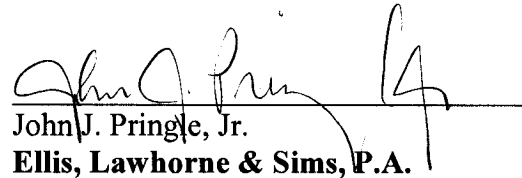
John J. Pringle, Esquire
Ellis, Lawhorne & Sims, P.A.
P.O. Box 2285
Columbia SC 29202
Tel: 803/343-1270
Fax: 803/799-8479

VI. Conclusion

WHEREFORE, Applicants respectfully submit that the public interest supports a grant of this Application. For the reasons stated above, the Applicants respectfully request that this Commission consider this Application expeditiously and request that this Commission:

- 1) Issue an order approving the transaction described in this Joint Application in all respects, including without limitation PCI's sale, and VTL's acquisition of, the assets as described herein; and
- 2) Grant any and other additional relief that the Commission may deem just and proper.

Respectfully submitted,



John J. Pringle, Jr.
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(803) 779-4749 (Fax)
jpringle@ellislawhorne.com
Attorney for Voicecom
Telecommunications, LLC ("VTL")
And Voicecom Telecommunications, Inc.
(VTI")

Columbia, South Carolina
September 21, 2005

Exhibit 1

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

DOCKETING DEPARTMENT

NOTICE OF FILING

DOCKET NO. 2005-__-C

Voicecom Telecommunications, LLC ("VTL"), and Voicecom Telecommunications, Inc. ("VTI"), (together the Applicants) have filed with the Public Service Commission of South Carolina (the Commission) a Joint Application for *nunc pro tunc* approval for the transfer of certain assets and for the assignment of an authorization to provide intrastate, long distance telecommunications services within the State of South Carolina. The Joint Application was filed pursuant to South Carolina Code Ann. Section 58-9-310 and the rules and regulations of the Commission. The Joint Application requests that the Commission approve VTL's acquisition of the assets and authorization of Premiere Communications, Inc. ("PCI") as identified in the Application.

A copy of the Application is on file in the offices of the Public Service Commission of South Carolina, 101 Executive Center Drive, Columbia, South Carolina 29210 and is available from John J. Pringle, Jr., Esquire, ELLIS LAWHORNE & SIMS, P.A., P. O. Box 2285, Columbia, SC 29202.

Any person who wishes to participate in this matter, as a party of record with the right of cross-examination should file a Petition to Intervene in accordance with the Commission's Rules of Practice and Procedure, on or before and indicate the amount of time required for his presentation. *Please refer to Docket No. 2005--C.*

Any person who wishes to testify and present evidence at the hearing, if one is scheduled, should notify the Docketing Department in writing at the address below, and John J. Pringle, Jr., Esquire, at the above address in writing, on or before , and indicate the amount of time required for his presentation. *Please refer to Docket No. 2005--C.*

Any person who wishes to be notified of any change in the hearing date (should one be scheduled), but does not wish to present testimony or be a party of record, may do so by notifying the Docketing Department in writing at the address below on or before . *Please refer to Docket No. 2005--C.*

PLEASE TAKE NOTICE: Any person who wishes to have his or her comments considered as part of the official record of this proceeding **MUST** present such comments, in person, to the Commission during any scheduled hearing.

Persons seeking information about the Commission's Procedures should contact the Commission by dialing (803) 896-5113.

Public Service Commission of South Carolina
Attn: Docketing Department
Post Office Drawer 11649
Columbia, South Carolina 29211

SEP/__/05